

Rathi & Associates
COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

14th July, 2020

The Chairman/Company Secretary

Gujarat Pipavav Port Limited

Pipavav Port, At Post Rampara 2 via Rajula,
Amreli, Gujarat - 365 560

Dear Sir,

Sub:Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Gujarat Pipavav Port Limited ("the Company") vide resolution of its Board of Directors dated 9th June, 2020 appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171) and in his absence Mr. Jayesh M. Shah (Membership No. FCS 5637), Partners of M/s Rathi & Associates, Practicing Company Secretaries, Mumbai, as Scrutinizer for conducting the Remote e-voting process in a fair and transparent manner.

As required under Section 110 of the Companies Act, 2013 ('the Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time read with General Circular No. 17/2020 dated 13th April 2020 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (SEBI), notice of Postal Ballot along with the explanatory statement was sent to the Members of the Company whose email addresses are registered with their respective Depository Participant or the Company and whose names appeared in the Register of Members as on Friday, 5th June 2020. The Company also made arrangements for

shareholders who do not have their registered email addresses, to temporarily register their email addresses with the Company's Registrar and Transfer Agents viz. KFIN Technologies Private Limited by visiting <https://karisma.kfintech.com/emailreg> and cast their votes for this Postal Ballot.

The following resolutions are passed by way of Remote e-voting only, by the Members of Gujarat Pipavav Port Limited ('the Company'). The Ministry of Corporate Affairs and SEBI vide circulars mentioned above have dispensed with the requirement for sending the physical copy of Postal Ballot Notice along with Postal Ballot Forms and Prepaid Self-addressed Business envelopes to the Member on account of the threat posed by Covid-19 Crisis.

- (a) **Resolution No. 1 as a Special Resolution** for re-appointment of Mr. Pradeep Mallick (DIN: 00061256) as Independent Director of the Company for a period of one year commencing from 30th July 2020 to 29th July 2021.

- (b) **Resolution No. 2 as a Special Resolution** for re-appointment of Ms. Hina Shah (DIN:06664927) as Independent Director of the Company for second term of three consecutive years commencing from 30th July 2020 to 29th July 2023.

- (c) **Resolution No. 3 as a Special Resolution** for re-appointment of Mr. Tejpreet Singh Chopra (DIN:00317683) as Independent Director of the Company for second term of five consecutive years from 30th July 2020 to 29th July 2025.

The Company availed services offered by its Registrar and Transfer Agent viz. KFin Technologies Private Limited ("KFin" or "RTA") for providing Remote e-voting facility to the members of the Company. The Remote e-voting facility was made available to the shareholders of the Company during the period from 9.00 a.m. on 13th June 2020 to 5.00 p.m. on 13th July 2020. Accordingly, e-votes casted upto 5.00 p.m. on 13th July, 2020 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register has been maintained and particulars of all the e-votes received from the members have been recorded therein.

A summary of voting through Remote e-voting with their pattern of voting is as per Annexure annexed to this Report. The results of the voting by shareholders through

Remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman or Company Secretary.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**HIMANSHU S. KAMDAR
PARTNER
M. NO. FCS 5171
COP NO. 3030
UDIN: F005171B000451980**

**COUNTERSIGNED BY
For Gujarat Pipavav Port Limited**

**Manish Agnihotri
Company Secretary
MembershipNo.ACS 12045**

ANNEXURE

Resolution No. 1 as a Special Resolution forre-appointment of Mr. Pradeep Mallick (DIN: 00061256)as Independent Director of the Company for a period of one year commencing from 30th July 2020 to 29th July 2021.

Sr. No.	Particulars	Resolution 1	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	330	430,983,589
	Total	330	430,983,589
b.	Less: Invalid Remote e-voting confirmations	0	0
c.	Net Valid Remote e-voting confirmations	330	430,983,589
	(i) Remote e-voting confirmations with assent for theResolution	298*	429,782,819
	% of Assent		99.72
	(ii) Remote e-voting confirmation with dissent for theResolution	32	1,200,770
	% of Dissent		0.28

*includes such shareholders who havecasted votespartly in favour and partly against the resolution.

Resolution No. 2 as a Special Resolution for re-appointment of Ms. Hina Shah (DIN:06664927) as Independent Director of the Company for second term of three consecutive years commencing from 30th July 2020 to 29th July 2023.

Sr. No.	Particulars	Resolution 2	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	329	430,983,588
	Total	329	430,983,588
b.	Less: Invalid Remote e-voting confirmations	0	0
c.	Net Valid Remote e-voting confirmations	329	430,983,588
	(i) Remote e-voting confirmations with assent for the Resolution	295*	429,856,696
	% of Assent	99.74	
	(ii) Remote e-voting confirmation with dissent for the Resolution	34	1,126,892
	% of Dissent	0.26	

*includes such shareholders who have casted votes partly in favour and partly against the resolution.

Resolution No. 3 as a **Special Resolution** for re-appointment of Mr. Tejpreet Singh Chopra (DIN:00317683) as Independent Director of the Company for second term of five consecutive years from 30th July 2020 to 29th July 2025.

Sr. No.	Particulars		Resolution 3	
			No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received		329	430,983,588
	Total		329	430,983,588
b.	Less: Invalid Remote e-voting confirmations		0	0
c.	Net Valid Remote e-voting confirmations		329	430,983,588
	(i)	Remote e-voting confirmations with assent for the Resolution	296*	430,403,779
		% of Assent	99.87	
	(ii)	Remote e-voting confirmation with dissent for the Resolution	33	579,809
		% of Dissent	0.13	

*includes such shareholders who have casted votes partly in favour and partly against the resolution.